

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

CHAUNCEY MAHAN

Plaintiff,

vs.

ROC NATION, LLC,  
ROC-A-FELLA RECORDS, LLC,  
SHAWN CARTER p/k/a "JAY Z"

Defendants.

Case No. 14-cv-5075 (LGS)

JUDGE SCHOFIELD

ECF CASE

**FIRST AMENDED COMPLAINT**

COMES NOW the plaintiff, CHAUNCEY M. MAHAN, a citizen of the United States of America, by and through his counsel, James H. Freeman, Esq. of JH FREEMAN LAW, 3 Columbus Circle, Floor 15, New York, NY 10019; to state his causes of action against the defendants ROC NATION, LLC, a Delaware limited liability company registered to do business in the State of New York; ROC-A-FELLA, LLC, a Delaware limited liability company registered to do business in the State of New York; and SHAWN C. CARTER p/k/a "JAY Z, a citizen of the State of New York; and alleges as follows:

---

## TABLE OF CONTENTS

---

<b>SUBJECT MATTER JURISDICTION .....</b>	<b>1</b>
<b>PERSONAL JURISDICTION .....</b>	<b>1</b>
<b>VENUE .....</b>	<b>2</b>
<b>PARTIES .....</b>	<b>2</b>
A. <u>CHAUNCEY M. MAHAN</u> .....	2
B. <u>ROC-A-FELLA RECORDS, LLC</u> .....	5
C. <u>ROC NATION LLC</u> .....	6
D. <u>SHAWN CARTER P/K/A “JAY Z”</u> .....	7
<b>RELATIONSHIP BETWEEN PARTIES .....</b>	<b>8</b>
A. <u>MAHAN’S RELATIONSHIPS</u> .....	8
(1) <i>Mahan’s Relationship with UMG</i> .....	8
(2) <i>Mahan’s Relationship with IDJ</i> .....	8
(3) <i>Mahan’s Relationship with RAF</i> .....	9
B. <u>JAY Z’s RELATIONSHIPS</u> .....	10
(1) <i>Jay Z’s Relationship with RAF</i> .....	10
(2) <i>Jay Z’s Relationship with IDJ</i> .....	10
(3) <i>Jay Z’s Relationship with UMG</i> .....	11
(4) <i>Jay Z’s Relationship with Roc Nation, LLC</i> .....	11
<b>PART I: GENESIS OF THE JOINT COLLABORATION.....</b>	<b>12</b>
A. <u>JAY Z INVITES A GRAMMY-AWARD CERTIFIED ENGINEER TO         CREATE WORLD-CLASS SOUND RECORDINGS</u> .....	12
(1) <i>Mahan’s State-of-the-Art “Pro Tools Outboard”</i> .....	12
(2) <i>Jay Z’s Pre-Collaboration Album Releases (1996-1998)</i> .....	14
(3) <i>RAF Commissions Mahan’s Services (and Pro Tools Outboard)</i> .....	15

(4) <i>JAY Z Invites Mahan to Collaborate on the Making of Individual Sound Recordings (August 1999)</i> .....	16
B. <u>MAHAN SETS UP THE RECORDING SESSIONS</u> .....	16
<b>PART II: THE “COMPILATION WORKS”</b> .....	<b>18</b>
A. <u>“JAY Z - LIFE AND TIMES OF S. CARTER . . . VOL. 3” (1999)</u> .....	18
B. <u>“JAY Z - ROC LA FAMILIA: THE DYNASTY (2000)</u> .....	19
C. <u>“BEANIE SIGEL - THE TRUTH” (2000)</u> .....	19
♦ <u>TABLE # 1: SOUND RECORDING [SR] COPYRIGHTS – “ALBUMS”</u> ....	20
<b>PART III: THE “PUBLISHED JOINT WORKS”</b> .....	<b>21</b>
♦ <u>SCHEDULE A: SONG TITLES FEAT. JAY Z</u> .....	22
♦ <u>SCHEDULE B: SONG TITLES FEAT. BEANIE SIGEL</u> .....	25
<b>PART IV: MAHAN’S AUTHORSHIP CREDITS RE: THE PUBLISHED JOINT WORKS</b> .....	<b>26</b>
A. <u>LINER NOTE CREDITS TO MAHAN RE: 41 SONG TITLES</u> .....	26
(1) <i>Quantitative Analysis</i> .....	26
(2) <i>Mahan’s Top-Rank Billing as Engineer-in-Chief</i> .....	27
(3) <i>The Three (3) Joint-Author “Minimum Threshold” Applicable to ALL Sound Recordings Released by RAF</i> .....	28
(4) <i>Principal Engineering Credits</i> .....	29
(5) <i>Co-Production Credits</i> .....	30
B. <u>“THANK YOU” CREDITS TO MAHAN RE: JAY Z’s ALBUMS</u> .....	30
(1) <i>Vol. 3 Album – “Thank You’s”</i> .....	30
(2) <i>Dynasty Album – “Thank You’s”</i> .....	31
C. <u>LACK OF ANY CREDITS TO UMG, IDJ OR RAF</u> .....	32
♦ <u>TABLE #2: CREDIT / BILLINGS TO CHAUNCEY MAHAN</u> .....	33
<b>PART V: CONTRIBUTIONS INCLUDED WITHIN THE SCOPE OF “RECORDED AT . . . BY CHAUNCEY MAHAN”</b> .....	<b>37</b>

A. <u>SETTING UP THE STUDIO SPACE AND SCHEDULING SESSIONS</u> .....	37
B. <u>MULTI-TRACKING THE BEAT</u> .....	37
C. <u>PRE-MIXING</u> .....	38
D. <u>EDITING THE BEAT</u> .....	39
E. <u>CAPTURING VOCALS</u> .....	40
F. <u>COMPOSITING VOCALS</u> .....	42
G. <u>SEQUENCING THE SONG</u> .....	42
H. <u>MULTI-TRACK MIXING</u> .....	43

**PART VI: THE “UNPUBLISHED JOINT WORKS” ..... 45**

**PART VII: THE “CHATTEL” ..... 46**

A. <u>THE PRO TOOLS OUTBOARD &amp; MULTITRACK MEDIA</u> .....	46
B. <u>DEFENDANTS’ KNOWLEDGE OF MAHAN’S POSSESSION</u> .....	47
C. <u>JAY Z’s “EXPRESS RENUNCIATION” OF MAHAN’S OWNERSHIP AND AUTHORSHIP RIGHTS</u> .....	48
(1) <i>Defendants Roc Nation / Jay Z’s “Sham” Criminal Charges         Against Mahan (April 17-18, 2014)</i> .....	48
(2) <i>Roc Nation / Jay Z’s Voluntary Withdrawal of “Extortion”         Complaint Three Weeks After Filing Charges (May 14, 2014)</i> .....	51

**COUNT I:**

<u>DECLARATORY JUDGMENT: SCOPE OF RAF’s RIGHTS Re: THREE (3) COMPILATION WORKS (OR ALBUMS)</u> .....	52
--	----

**COUNT II:**

<u>DECLARATORY JUDGMENT: MAHAN’S AUTHORSHIP RIGHTS RE: 31 SONG TITLES FEAT. JAY Z</u> .....	54
---	----

**COUNT III:**

<u>DECLARATORY JUDGMENT: MAHAN’S AUTHORSHIP RIGHTS RE: 10 SONG TITLES FEAT. BEANIE SIGEL</u> .....	59
--	----

**COUNT IV:**

<u>DECLARATORY JUDGMENT: MAHAN’S AUTHORSHIP RIGHTS RE: ORIGINAL B-SIDE VERSIONS &amp; UNTITLED DUBPLATES</u> .....	60
--	----

**COUNT V:**

<u>CONSPIRACY TO COMMIT CONVERSION/TRESPASS TO CHATTEL</u> .....	61
♦ <u>TABLE #3: MAHAN’S PERSONAL PROPERTY (excluding DATs)</u>	

## **JURISDICTION AND VENUE**

---

### **A. SUBJECT MATTER JURISDICTION**

1. The Court has original jurisdiction on Counts I-IV pursuant to the DECLARATORY JUDGMENT ACT, 28 U.S.C. §§ 2201, 2202; 28 U.S.C. 1338(a); and under the COPYRIGHT ACT OF 1976, 17 U.S.C. §§ 101, *et seq.*

2. The Court has supplemental jurisdiction over Count V pursuant to 28 U.S.C. § 1367(a) because the cause of action is so related to claims within the Court's original jurisdiction that they form part of the same case or controversy.

### **B. PERSONAL JURISDICTION**

3. Defendant ROC NATION LLC ("Roc Nation") is a limited liability company organized under the laws of the State of Delaware and is registered to do business in the State of New York. The Court has personal jurisdiction over Roc Nation because it regularly and continuously transacts business within this Judicial District and maintains its principal offices here.

4. Defendant ROC-A-FELLA RECORDS, LLC ("RAF") is a limited liability company organized under the laws of the State of New York. The Court has personal jurisdiction over RAF because it regularly and continuously transacted business within this Judicial District during times relevant to this proceeding.

5. Defendant SHAWN C. CARTER p/k/a "JAY Z" ("Carter" or

“Jay Z”) is a citizen of the State of New York who maintains his primary residence within this Judicial District and is therefore subject to the Court’s personal jurisdiction.

**C. VENUE**

6. Venue is proper under 28 U.S.C. §§ 1391(b) and (c) in this case because the named defendants transact business in this Judicial District and a substantial part of the events or omissions giving rise to plaintiff’s requests for declaratory judgment and relief took place within this Judicial District.

**PARTIES**

---

**A. CHAUNCEY M. MAHAN**

7. Chauncey M. Mahan is a citizen of the United States.

8. After receiving classical training in New York City, Mahan became actively engaged in the professional recording industry from 1987 through 2002 as a maker of sound recordings.

**(1) Formal Education & Training**

9. In 1982, Mahan studied musical composition at Brooklyn College in New York City.

10. In 1985, Mahan graduated from Mannes College of Music, the New School’s music conservatory in New York, where he majored in musical composition & arranging.

11. In 1987, Mahan received certification as a sound engineer from the Center for the Media Arts in New York City.

**(2) Recording Industry Experience**

12. Mahan has collaborated with BILLBOARD magazine chart-topping artists signed to major labels in the popular music genres of hip-hop, R&B, jazz, dancehall and electronic dance music.

13. Mahan has collaborated with the following major label recording artists: Whitney Houston, Chaka Khan, LL Cool J, Kurtis Blow, Doug E. Fresh, D-Nice, Beanie Man, Super Cat, Clives & Coles, Funkmaster Flex, Notorious B.I.G., 112, Total, Da Brat, Missy Elliot, R Kelly, Debra Cox, Heather Headley, Christopher Williams, The Lox, Eve, Beanie Siegel, Memphis Bleek, and Jay Z.

14. Mahan's specialized "ear" for what makes certain sound recordings popular, particularly in the rhythmic genres of hip-hop, R&B, electronic dance music was acquired over decades of listening to music in clubs or on the radio, combined with extensive formal training in musical composition and arrangement and a certified degree in sound engineering.

15. As of August 1999, Mahan possessed the technical skills and artistic sensibility required to collaborate meaningfully in the co-authorship of professionally realized sound recordings featuring BILLBOARD chart-topping, Grammy-winning recording artists.

16. Mahan also had years of hands-on experience operating

then-current state-of-the-art technology (including *Fairlight*, *Synclavier*, *Sound Designer I & II* and *Pro Tools*) to create high-quality sound recordings suitable for release by major record label.

**(3) Grammy Award (NARAS) and RIAA Recognition**

17. In 1993, Mahan's contributions as a sound engineer and music programmer were recognized in connection with Whitney Houston's smash hit *I'm Every Woman*, which was featured on the original soundtrack for *THE BODYGUARD*, a blockbuster motion picture released in 1992.

18. The soundtrack for *THE BODYGUARD* won the Grammy award for Album of the Year and was certified as 17x multi-platinum by the Recording Industry Association of America ("RIAA"). It continues to be one of the most popular soundtracks in history. [see Exhibit A].

19. In 1996, Mahan's contributions as a sound engineer were recognized by the National Academy of Recording Arts and Sciences ("NARAS") in connection with rapper LL Cool J's Grammy-award nominated album *Mr. Smith*. [see Exhibit B].

20. In 2000, Mahan's authorship contributions as a record producer, sound engineer and music programmer were recognized by NARAS in connection with songs featured on the Grammy-award nominated album *Vol. 3 . . . Life and Times of S. Carter*. [see Exhibit C].

**(4) Mr. Mahan's Goodwill in His Trade and Profession**

21. At all relevant times (prior to April 18, 2014), Mahan enjoyed



goodwill in the professional recording industry; an upstanding reputation amongst his colleagues; and a well-earned recognition in the trade for his advanced knowledge of state-of-the-art technology.

**B. ROC-A-FELLA RECORDS, LLC**

22. In 1995, Jay Z co-founded RAF as a record label based in New York City.

23. RAF released sound recordings in the musical genre of “hip-hop,” which is also known as “rap.”

24. In 1997, Def Jam Recordings acquired a 50% ownership interest of RAF.

25. In 1998, Universal Music Group Corp., via its subsidiary Universal Recordings, Inc. (“UMG”), purchased Def Jam Recordings and merged it with Island Records to form the “Island / Def Jam Music Group” (“IDJ”).

26. At all relevant times after UMG’s acquisition of RAF in 1998, RAF operated under the direct supervision and control of UMG.

27. As of August 1, 1999, the roster of recording artists associated with the RAF label included Jay Z, Beanie Siegel, and Memphis Bleek.

28. RAF has not released any album under the tradename Roc-A-Fella Records since 2011.

29. As of the date of this filing, RAF’s business activities are directed or controlled or supervised by UMG.

**C. ROC NATION LLC**

30. In 2008, Carter organized a limited liability company in the State of Delaware under the entity name Roc Nation, LLC.

31. Roc Nation, LLC is described on its website as a “full-service entertainment company, inclusive of artist, songwriter, producer and engineer management; music publishing; touring & merchandising; film and television; new business ventures; and a music label.” [www.rocnation.com](http://www.rocnation.com) (accessed June 11, 2014).

32. “Live Nation” is a tradename used within the Court’s territorial jurisdiction to refer to LIVE NATION ENTERTAINMENT, INC., a Delaware corporation (NYSE:LYV); LIVE NATION, INC., a Delaware corporation; LIVE NATION WORLDWIDE, INC., a Delaware corporation authorized to do business in the State of New York; LIVE NATION CONCERTS, INC., a Delaware corporation authorized to do business in the state of New York; LIVE NATION NYC CONCERTS, INC., a Delaware corporation; LIVE NATION MUSIC GROUP, INC., a Delaware corporation; LIVE NATION RIGHTS, LLC, a Delaware limited liability company; LIVE NATION SHARED SERVICES, INC., a Delaware corporation; LIVE NATION MARKETING, INC., a Delaware corporation authorized to do business in the State of New York; LIVE NATION LGTOURS (USA), LLC, a Delaware limited liability company authorized to do business in the State of California and New York;; Live Nation Mtours (USA), Inc., a Delaware corporation authorized to do business in the State of New York; LIVE NATION UTOURS (USA), INC., a

Delaware corporation authorized to do business in the State of New York; LIVE NATION TICKETING, LLC, a California limited liability company; LIVE NATION USHTOURS (USA) LLC, a Delaware limited liability company authorized to do business in the States of New York and California; LIVE NATION, STUDIOS, LLC, a Delaware limited liability company authorized to do business in California; and LIVE-NATION LLC, a California limited liability company. The term “Live Nation shall refer herein to one or more of these entities, acting separately or in concert.

33. Roc Nation, LLC was initially funded by Live Nation.

34. Live Nation is a partner and co-owner of Roc Nation.

35. Live Nation is a member of Roc Nation, LLC.

**D. SHAWN CARTER P/K/A “JAY Z”**

36. Jay Z is a popular American recording artist from New York who has enjoyed substantial success in the music, fashion and entertainment industries.

37. The word mark “JAY Z” is a registered trademark and servicemark on the principal register maintained with the United States Patent and Trademark Office (the “JAY Z Marks”). Carter is listed as the individual owner of each of the JAY Z Marks.

## **RELATIONSHIP BETWEEN PARTIES**

---

### **A. MAHAN'S RELATIONSHIPS**

#### **(1) MAHAN'S RELATIONSHIP WITH UMG**

38. Between August 1, 1999 and November 15, 2000 (the "Collaboration Period"), UMG's agents, sometimes known as "A&R executives," commissioned Mahan to collaborate with RAF-affiliated rappers in the making of professional world-class sound recordings.

39. At all times during the Collaboration Period, UMG commissioned Mahan as an independent contractor or on a freelance basis.

40. Mahan was not an employee of UMG at any time during the Collaboration Period.

41. Mahan was never an employee of UMG.

42. Mahan has never signed a written employment contract with UMG.

43. Mahan has never signed any written agreement with UMG containing a "work-made-for-hire" provision. The term "work-made-for-hire," as used in this First Amended Complaint, incorporates by reference the definition provided by Congress in 17 U.S.C. § 101.

44. Mahan has never signed any written agreement with UMG containing a provision for the transfer of copyright ownership.

#### **(2) MAHAN'S RELATIONSHIP WITH IDJ**

45. During the Collaboration Period, IDJ commissioned Mahan

to create sound recordings through his performance of the following constituent roles: producer; engineer; programmer; editor; mixer; administrator.

46. During the Collaboration Period, IDJ commissioned Mr. Mahan as an independent contractor.

47. Mahan was not an employee of IDJ at any time during the Collaboration Period.

48. Mahan was never an employee of IDJ.

49. Mahan never signed an employment contract with IDJ.

50. Mahan has never signed any agreement with IDJ containing a “work-made-for-hire” provision.

51. Mahan has never signed any written agreement with IDJ containing a provision for the transfer of copyright ownership.

### **(3) MAHAN’S RELATIONSHIP WITH RAF**

52. During the Collaboration Period, RAF commissioned Mahan to create sound recordings through his performance of the following constituent roles: producer; engineer; programmer; editor; mixer; administrator.

53. Mahan was never commissioned by RAF to provide his talents in connection with one particular album.

54. UMG, or one of its subsidiaries, paid Mahan an hourly rate for his talent services or a flat fee based on a song-by-song basis.

55. During the Collaboration Period, RAF commissioned Mahan

as an independent contractor.

56. Mahan was not an employee of RAF at any time during the Collaboration Period.

57. Mahan has never been an employee of RAF.

58. Mahan has never signed an employment contract with RAF.

59. Mahan has never signed any agreement with RAF containing a “work-made-for-hire” provision.

60. Mahan has never signed any written agreement with RAF containing a provision for the transfer of copyright ownership.

**B. JAY Z’S RELATIONSHIPS**

**(1) JAY Z’S RELATIONSHIP WITH RAF**

61. During the Collaboration Period, Jay Z was a principal of RAF.

62. During the Collaboration Period, Jay Z was signed as a recording artist to RAF.

63. During the Collaboration Period, Jay Z provided his services as a recording artist to RAF as an independent contractor.

64. Jay Z was NOT an employee of RAF at any time during the Collaboration Period.

**(2) JAY Z’S RELATIONSHIP WITH IDJ**

65. During the Collaboration Period, IDJ was a division of UMG Recordings, Inc., with offices at Worldwide Plaza, 825 Eighth Avenue,

New York, New York 10019.

66. During the Collaboration Period, Jay Z was signed as a recording artist to IDJ.

67. During the Collaboration Period, Jay Z was NOT an employee of IDJ.

68. During the Collaboration Period, Jay Z provided his services to IDJ as an independent contractor.

**(3) JAY Z'S RELATIONSHIP WITH UMG**

69. During the Collaboration Period, Jay Z was signed as a recording artist to UMG Recordings, Inc. or a division of UMG Recordings, Inc.

70. During the Collaboration Period, Jay Z was NOT an employee of UMG.

71. During the Collaboration Period, Jay Z provided his services to UMG as an independent contractor

72. Under the purported terms of a 2004 agreement between Carter, on one hand, and UMG, IDJ or RAF on the other, Jay Z is scheduled to own the SR copyrights relevant to this action by the end of 2014. [See Exhibit R].

**(4) JAY Z'S RELATIONSHIP WITH ROC NATION, LLC**

73. Jay Z is a member of Roc Nation, LLC.

PART I

---

**GENESIS OF THE  
JOINT COLLABORATION**

♦ ♦ ♦

**A. JAY Z INVITES A GRAMMY-AWARD CERTIFIED ENGINEER TO  
CREATE WORLD-CLASS SOUND RECORDINGS**

**(1) MAHAN’S STATE-OF-THE-ART “*Pro Tools* OUTBOARD”**

74. Chauncey Mahan is a sonic architect of award-winning sound recordings which have *consistently* proven to hold universal critical and commercial appeal over time.

75. Mahan’s formal educational background provided him the opportunity to be a lead conductor of classical music and jazz. Since earning his certification as a sound engineer in the mid-1980s, Mahan has always explored new frontiers in advanced recording technology. In or about 1986, Mahan became an early adopter of a 16-bit music workstation called Fairlight CMI Series II, which included one of the first 8-track hard disk recorders bundled with proprietary software.

76. In or about 1996, Mahan continued his exploration when he became an early adopter of a digital audio workstation called *Pro Tools*, which is a computer software program used for professional multi-track sound recording, mixing, editing and pre-mastering.

77. In 1997, the manufacturer of *Pro Tools*, Avid Technology, introduced a 24-bit, 48-track version of the software. It was at that point



that sound recording professionals began to migrate from more conventional, hardware-based studio technology to the *Pro Tools* platform.

78. By 1998, *Pro Tools* had gained increased recognition in the hip-hop, R&B, and dance/electronic genres for the software's innovative sound editing and arrangement capabilities. Major record labels, including UMG, began to recruit sound engineers with professional working knowledge of the *Pro Tools* platform.

79. In order to operate the *Pro Tools* digital software program, a user needs various hardware components, including a computer processor, a digital I/O Interface, built-in hard drives for internal memory, cartridge slots for movable media, and peripheral storage devices.

80. Prior to the Collaboration Period, Mahan purchased his own *Pro Tools* hardware components and custom-configured them to his own technical specifications. Mahan also interfaced his hardware components with the *Pro Tools* software platform using specialized knowledge and his own aesthetic sensibility. Mahan referred to his custom-designed *Pro Tools* system as his "*Pro Tools* Outboard" or "*Pro Tools* Rig."

81. Mahan's *Pro Tools* Outboard is a self-contained movable unit with hardware components consisting of at least two (2) APPLE Mac Pro computer towers; a DIGIDESIGN I/O computer interface; internal harddrives; internal storage devices (including a JAZ drive); and external harddrives and storage devices (including GLYPH drives).

82. In addition to the custom modifications made to the *Pro Tools* hardware components, Mahan also compiled libraries of custom sounds, filters and effects plug-ins that he used within the *Pro Tools* software program. Mahan referred to these software tools as his “special sauce.”

83. By the time Mahan began collaborating with RAF’s roster of artists in August 1999, Mahan had acquired advanced proficiency in operating his own *Pro Tools* software system on his custom *Pro Tools* Outboard.

**(2) JAY Z’S PRE-COLLABORATION ALBUM RELEASES (1996-1998)**

84. On June 25, 1996, RAF released its first album entitled *Reasonable Doubt*, featuring Jay Z as the principal recording artist. The album peaked at #23 on the Billboard 200 album charts and was eventually certified platinum in sales by the RIAA in the United States.

85. On November 4, 1997, RAF released the second studio album featuring Jay Z as the principal recording artist, entitled *Vol. 1...Hard Knock Life*. The album peaked at #3 on the Billboard 200 album charts and was certified platinum by the RIAA.

86. On September 29, 1998, RAF released the third studio album featuring Jay Z as the principal recording artist, entitled *Vol. 2...Hard Knock Life*. The album debuted at #1 on the Billboard 200. The album catapulted the rapper Jay Z to international fame and earned three Grammy Award nominations (1999). In February 1999, the album

won the Grammy award for Best Rap Album. *Vol. 2...Hard Knock Life* has sold more than 5 million copies in the United States and remains the best selling album of Mr. Carter's recording career.

87. From April through August 1999, Jay Z and RAF-associated rap artists embarked on a nationwide stadium tour called the "Hard Knock Life Tour."

**(3) RAF COMMISSIONS MAHAN'S SERVICES (AND *PRO TOOLS* OUTBOARD)**

88. In or about July or August 1999, Mahan was commissioned by Artist & Repertoire ("A&R") executives working for UMG, IDJ and/or RAF to contribute Mahan's specialized talent to the making of world-class sound recordings.

89. Mahan was commissioned by UMG, IDJ and/or RAF on account of many factors, including Mahan's specialized talents as a sound engineer; his expertise working with the *Pro Tools* Outboard; his professional track record in the music industry; and his administrative skills in setting up and project managing recording sessions with major label recording artists.

90. Upon his commission, Mahan expected to perform a wide range of engineering and musical production roles, including the roles of engineer, producer, music programmer, *Pro Tools* editor, and project administrator in connection with the making of sound recordings featuring the performances of RAF-associated artists.

**(4) JAY Z INVITES MAHAN TO COLLABORATE ON THE MAKING OF INDIVIDUAL SOUND RECORDINGS (AUGUST 1999)**

91. In or about August 1999, Jay Z heard some of the sound recordings engineered by Mahan in collaboration with RAF rapper Beanie Sigel. Jay Z was impressed with the quality of Mahan's recordings.

92. Jay Z thereafter manifested an intent to collaborate with Mahan on sound recording projects featuring Jay Z's vocal performances.

93. At the onset of the Collaboration Period, Jay Z communicated to Mahan a preference to make records that would embody a dance-oriented sound. Mahan's past experience in collaborating with Whitney Houston on *I Am Every Woman*, one of the most popular dance tracks of Ms. Houston's career, was relevant to the genesis of Mahan's collaboration with Jay Z.

94. Accordingly, Jay Z and Mahan agreed to work together as co-creators of professional sound recordings.<sup>1</sup>

95. Mahan's first studio sessions collaborating with Jay Z were held at the Hit Factory in New York.

**B. MAHAN SETS UP THE RECORDING SESSIONS**

96. In or about August 1999, Mr. Mahan began to set up studio sessions at Sony Music Studios (Studio E), at 460 W. 54<sup>th</sup> Street in

---

<sup>1</sup> Accord David Miles Huber & Robert E. Runstein, MODERN RECORDING TECHNIQUES 18 (4th ed. 1997) ("As artists, engineers, and others in the industry have become more knowledgeable about the numerous aspects that go into producing a project, [the producer's] role may be handled by the artist him/herself or collaboratively with the engineer.")

Manhattan (“Sony Studios”).

97. Mahan set up Studio E at Sony Studios as the “homebase” and center of activity for his collaboration with Jay Z, as well as with other RAF-associated rap artists.

98. Mahan brought his own *Pro Tools* Outboard into Studio E and interfaced it with Sony Studio’s equipment for the purpose of collaborating with Jay Z and other RAF-associated rappers and beatmakers.

99. During the Collaboration Period, Jay Z and Mahan worked together at Sony Studios to make sound recordings, some of which were embodied as individual songs in a compilation work entitled “Jay Z - Vol. 3. ... *Life and Times of S. Carter.*” (sometimes referred to herein as the “Vol. 3 Album”).

100. During the Collaboration Period, Beanie Sigel and Mahan worked together at Sony Studios to make sound recordings, some of which were individual songs featured in a compilation work entitled “*The Truth*” (sometimes referred to herein as the “*The Truth Album*”).

## PART II

---

### THE “COMPILATION WORKS”

♦ ♦ ♦

**A. “JAY Z - LIFE AND TIMES OF S. CARTER . . . VOL. 3” (1999)**

101. On December 28, 1999, RAF released a compilation of individual songs entitled “Jay Z - Vol. 3. ... *Life and Times of S. Carter*” (the “*Vol. 3 Album*”).

102. The Vol. 3 Album debuted at #1 on the Billboard 200 album chart and sold more than 2 million copies in just two months.

103. *The Vol. 3 Album* features some of the most recognizable songs of Jay-Z’s recording career including, amongst others, *Big Pimpin’ (feat. UGK)*; *Do it Again (Put Your Hands Up) (feat. Amil and Beanie Sigel)*; *Things That You Do (feat. Mariah Carey)*, and *S. Carter (feat. Amil)*.

104. The Vol. 3 Album is now the SECOND best selling album of Jay Z’s recording career, having sold over 5 million copies worldwide.

105. The Vol. 3 Album is also ranked as one of the top 50 highest selling hip-hop albums of all time (at #46).

106. Upon release of the *Vol. 3 Album*, NME.com proclaimed that it “inevitably... will triumph at the global musical box office ... [Jay Z] treats the listener...[to] a series of uptempo party tunes much leavened by threats to the masculinity of competitors.” Quoted in JAY-Z AND THE ROC-A-FELLA RECORDS DYNASTY (Kindle Locations 1470-1472).

107. ROLLING STONE magazine reviewed the *Vol. 3 Album* upon its

release and concluded that “this is his strongest album to date,

108. 2010, ROLLING STONE magazine listed the song *Big Pimpin,*’ which is the most popular song on the *Vol. 3 Album*, as one of the “The 500 Greatest Songs of All Time” ranking at #467.

109. Jay Z has described the song *Big Pimpin,*’ as one of the records that served as the “foundation of my career.”<sup>2</sup>

**B. “JAY Z - ROC LA FAMILIA: THE DYNASTY (2000)”**

110. On October 31, 2000, RAF released an album entitled “Jay Z - *Roc La Familia: Dynasty* (the “*Dynasty Album*”), which features Jay Z’s vocal performances as a rapper.

111. *The Dynasty Album* debuted at #1 on the Billboard 200 album chart and eventually sold 2.3 million copies domestically and over 3 million worldwide.

112. According to Billboard, *The Dynasty* became the 20<sup>th</sup> highest selling R&B/Hip-Hop Album of the 2000-2010 decade.

**C. “BEANIE SIGEL - THE TRUTH” (2000)**

113. On February 29, 2000, RAF released the debut album of rapper Beanie Sigel. The album is entitled “*The Truth.*” “*The Truth*” reached #5 on the Billboard 200 album chart.

114. Upon release of *The Truth*, ROLLING STONE published a review observing that “the production is very similar to *3...Life and Times of S.*

---

<sup>2</sup> See Jay Z Interview at “The Breakfast Club (Power 105.1 radio interview. Accessible at [http://www.youtube.com/watch?v=qqAFi\\_uiquA](http://www.youtube.com/watch?v=qqAFi_uiquA) (@ 42:50

*Carter* [characterized] by a club-friendly synthesized bounce.”

**TABLE # 1: SOUND RECORDING [SR] COPYRIGHTS – “ALBUMS”**

	U.S. Registration #	Date	Title (Rap Artist)	Basis of Claim	Description	Note
1	SR0000278-208	3-20-2000	THE TRUTH (explicit) (Beanie Sigel)	n/a	CD Album	n/a
2	SR0000279-270	4-12-2000	LIFE AND TIMES OF S. CARTER VOL. 3 (Jay Z)	New Matter: Remix, additional recordings	CD Album	Collection
3	SR0000295-613	12-11-2000	THE DYNASTY: ROC LA FAMILIA: (Jay Z)	n/a	CD Album	n/a



### PART III

---

#### **THE “PUBLISHED JOINT WORKS”**

♦ ♦ ♦

115. During the Collaboration Period, Mahan contributed to the making of forty-one (41) individual sound recordings, each of which were eventually released to the public bearing their own respective song titles.

116. The 41 individual sound recordings identified in Schedule A and Schedule B shall be referred to in this First Amended Complaint as the “Published Joint Works” or, in the alternative, the “Song Titles.”

117. Each one of the 41 Song Titles is a single, self-contained work.

118. Each of the 41 Song Titles is its own independent copyright, separate and apart from the copyright RAF may hold to any album or “EP” (remix compilations).

119. The 41 Published Joint Works consist of:

- ♦ thirty-one (31) joint works co-authored by Mahan and rapper *Jay Z* [listed in Schedule A]; and
- ♦ ten (10) joint works co-authored by Mahan and rapper *Beanie Siegel*; [listed in Schedule B];

120. To date, none of the 41 Song Titles itemized in Schedule A or Schedule B has been registered with the Copyright Office as a single work bearing a single work title.

**SCHEDULE A: SONG TITLES FEAT. JAY Z**

#	SONG TITLE	ALBUM TITLE	RAPPERS	PRODUCER(S)	ENGINEER(S)
1	<b><i>"Hova Song (Intro)"</i></b>	VOL. 3 [TR. 1]	Jay Z	K Rob	Mahan, Duro Feluss
2	<b><i>"Do It Again (Put Ya Hands Up)"</i></b>	VOL. 3 [TR. 3]	Jay Z, Beanie Sigel, Amil	Rick Rock	Mahan, Duro, Sato
3	<b><i>"Dope Man"</i></b>	VOL. 3 [TR. 4]	Jay Z, Serena Altschul	Just Blaze	Mahan, Duro,
4	<b><i>"Things That U Do"</i></b>	VOL. 3 [TR. 5]	Jay Z, Mariah Carey	Swizz Beatz, Mahan	Mahan, Sato, Duro, Feluss
5	<b><i>"S. Carter"</i></b>	VOL. 3 [TR. 8]	Jay Z, Amil	Russ Howard, Sean Francis	Mahan, Sato, Duro, Smith
6	<b><i>"Pop 4 Roc"</i></b>	VOL. 3 [TR. 9]	Jay Z, Beanie Sigel, Memphis Bleek, Amil	DJ Clue	Mahan, Duro, Feluss
7	<b><i>"Watch Me"</i></b>	VOL. 3 [TR. 10]	Jay Z, Dr. Dre	Irv Gotti Lil Robb	Mahan, Duro, Smith
8	<b><i>"Big Pimpin'"</i></b>	VOL. 3 [TR. 11]	Jay Z, UGK	Timbaland	Mahan, Jimmy Douglas
9	<b><i>"There's Been a Murder"</i></b>	VOL. 3 [TR. 12]	Jay Z	Russ Howard, Sean Francis, Mahan	Mahan, Sato Duro Smith
10	<b><i>"NYMP"</i></b>	VOL. 3 [TR. 14]	Jay Z	Rockwilder	Mahan, Sato, Duro Smith
11	<b><i>"Hova Song (Outro)"</i></b>	VOL. 3 [TR. 15A]	Jay Z	K Rob	Mahan, Feluss
12	<b><i>"Jigga My"</i></b>	VOL. 3	Jay Z	Swizz Beatz	Mahan

#	SONG TITLE	ALBUM TITLE	RAPPERS	PRODUCER(S)	ENGINEER(S)
	<b><i>Nigga</i></b> (hidden track)	[TR. 15B]			
13	<b><i>"Girl's Best Friend"</i></b> (hidden track)	VOL. 3 [TR. 15C]	Jay Z, Theresa Rodriguez	Swizz Beatz	Mahan
14	<b><i>Hova Interlude</i></b> (bonus track)	VOL. 3 [EURO]	Jay Z	Swizz Beatz	Mahan
15	<b><i>"Is That Yo Bitch"</i></b> (bonus track)	VOL. 3 [EURO ]	Jay Z Missy Elliot	Timbaland	Mahan
16	<b><i>"Anything"</i></b> (bonus track)	VOL. 3 [EURO ]	Jay Z	Sam Sneed P. Skam	Mahan
17	<b><i>"Intro"</i></b>	DYNASTY [TR. 1]	Jay Z	Just Blaze	Mahan, Woodley
18	<b><i>"Change the Game"</i></b>	DYNASTY [TR. 2]	Jay Z Memphis Bleek, Beanie Sigel, Static Major	Rick Rock	Mahan, Duro
19	<b><i>"Streets Is Talking"</i></b>	DYNASTY [TR. 4]	Jay Z Beanie Sigel	Just Blaze	Mahan
20	<b><i>"This Can't Be Life"</i></b>	DYNASTY [TR. 5]	Jay Z Beanie Sigel, Scarface	Kanye West	Mahan, Duro
21	<b><i>"Stick 2 the Script"</i></b>	DYNASTY [TR. 7]	Jay Z Beanie Sigel, DJ Clue	Just Blaze	Mahan
22	<b><i>"You, Me, Him and Her"</i></b>	DYNASTY [TR. 8]	Jay Z Beanie Sigel, Memphis Bleek, Amil	Bink	Mahan
23	<b><i>"Guilty Until Proven Innocent"</i></b>	DYNASTY [TR. 9]	Jay Z R. Kelly	Rockwilder	Mahan
24	<b><i>"Parking Lot"</i></b>	DYNASTY	Jay Z	Rick Rock	Mahan

#	SONG TITLE	ALBUM TITLE	RAPPERS	PRODUCER(S)	ENGINEER(S)
	<b><i>"Pimpin'"</i></b>	[TR. 10]	Beanie Sigel, Memphis Bleek, Lil' Mo		
25	<b><i>"Holla"</i></b>	DYNASTY [TR. 11]	Jay Z Memphis Bleek	B-High	Mahan
26	<b><i>"1-900-Hustler"</i></b>	DYNASTY [TR. 12]	Jay Z Beanie Sigel, Memphis Bleek, Freeway	Bink	Mahan
27	<b><i>"The R.O.C."</i></b>	DYNASTY [TR. 13]	Jay Z, Beanie Sigel, Memphis Bleek	Just Blaze	Mahan
28	<b><i>"Soon You'll Understand"</i></b>	DYNASTY [TR. 14]	Jay Z	Just Blaze	Mahan
29	<b><i>"Squeeze 1<sup>st</sup>"</i></b>	DYNASTY [TR. 15]	Jay Z	Rick Rock	Mahan
30	<b><i>"Where Have You Been"</i></b>	DYNASTY [TR. 16]	Jay Z, Beanie Sigel, L. Dionne	T.T.	Mahan
31	<b><i>"Raw &amp; Uncut"</i></b>	THE TRUTH [TR. 3]	Beanie Sigel, Jay Z	Bink	Mahan

**SCHEDULE B: SONG TITLES FEAT. BEANIE SIEGEL**

	<b>SONG TITLE</b>	<b>ALBUM TITLE</b>	<b>RAPPERS (&amp; SINGERS)</b>	<b>BEATMAKER</b>	<b>SOUND ENGINEER(S)</b>
32	<b><i>“Who Want What”</i></b>	THE TRUTH [Tr. 2]	Beanie Sigel, Memphis Bleek	Just Blaze	Mahan, Duro
33	<b><i>“Mac Man”</i></b>	THE TRUTH [Tr. 4]	Beanie Sigel,	Shim Kirkland	Mahan
34	<b><i>“Everybody Want to be a Star”</i></b>	THE TRUTH [Tr. 6]	Beanie Sigel	Bernard Parker	Mahan
35	<b><i>“Remember Them Days”</i></b>	THE TRUTH [Tr. 7]	Beanie Sigel	Lofey	Mahan
36	<b><i>“Stop, Chill”</i></b>	THE TRUTH [Tr. 8]	Beanie Sigel	Rockwilder	Mahan Duro
37	<b><i>“Mac and Brad”</i></b>	THE TRUTH [Tr. 9]	Beanie Sigel	J-5	Mahan Duro
38	<b><i>“What a Thug About”</i></b>	THE TRUTH [Tr. 10]	Beanie Sigel	Buckwild	Mahan
39	<b><i>“What You Life Like”</i></b>	THE TRUTH [Tr. 11]	Beanie Sigel	Shim Kirkland	Mahan
40	<b><i>“Ride 4 My”</i></b>	THE TRUTH [Tr. 12]	Beanie Sigel	Bink	Mahan
41	<b><i>“Die”</i></b>	THE TRUTH [Tr. 13]	Beanie Sigel	Prestige Vanderpool	Mahan Duro

PART IV

---

**MAHAN’S AUTHORSHIP CREDITS RE:  
THE “PUBLISHED JOINT WORKS”**

♦ ♦ ♦

**A. LINER NOTE CREDITS TO MAHAN RE: 41 SONG TITLES**

**(1) QUANTITATIVE ANALYSIS**

121. The liner notes published by UMG, IDJ or RAF in connection with the CD album releases for *Vol. 3 Album*, the *Dynasty Album* and the *Truth Album* are referred to herein as the “Album Liner Notes.”

122. With respect to each of the 41 Song Titles listed in Schedule A and Schedule B of this First Amended Complaint, Chauncey Mahan was billed and publicly credited for contributions he made to the creation of each individual sound recording.

123. According to the *Vol. 3 Album* liner notes published by UMG, IDJ or RAF, Mahan was credited in connection with a total of 13 out of 17 individual songs featured on the U.S. release of the CD format.

124. On the European and Japanese release of the *Vol. 3 Album*, Mahan’s contributions were credited to a total of 16 out of 20 individual songs.

125. According to *The Dynasty Album* liner notes published by UMG, IDJ or RAF, Mahan was credited and billed in connection with a total of 14 out of 18 individual songs featured as part of *The Dynasty Album*. [See Exhibit E].

126. According to *The Truth Album* liner notes published by UMG, IDJ or RAF, Mahan's contributions were credited to a total of 11 out of 14 individual Song Titles embodied on *The Truth*. [See Exhibit F.]

127. In the aggregate, Mahan's original contributions as sound engineer-in-chief were publically credited to 41 out of 52 individual songs featured on the *Vol. 3 Album*, *The Dynasty Album* and *The Truth Album* (collectively, the "Compilation Works").

**(2) MAHAN'S TOP-RANK BILLING AS ENGINEER-IN-CHIEF**

128. Mahan is expressly credited on the face of the liner notes of the *Vol. 3 Album* as a producer, engineer, mixer and editor. [See Exhibit D]

129. The credits ascribed to Mahan in the Album Liner Notes of *Vol. 3 Album* collectively reference the following contributions to the sound recording process: engineering, producing, programming, editing and mixing.

130. Credits listed on the CD liner notes for the *Vol. 3 Album* are structured in a linear descending order following the Track # listing and Title of the Song (w/ names of any guest vocalists). The line order is as follows:

- ♦ the first line, contained in parentheses, is a list of joint authors whose copyright lies in the *composition* of lyrics or music (i.e., the PA form, but not the SR form);

- ♦ the second line credits the individual producer(s) [or “beatmaker(s)”] followed by the tradename of the individuals’ production company;
- ♦ the third line is the name of the chief engineer, the name and location of the NYC-based studio where the engineer originates the sound recording, as well as the name of the engineer’s industry tradename;
- ♦ the fourth line identifies the assistant engineer to the chief, if any;
- ♦ the fifth line identifies the pre-mastering or mixing engineer; if any; and
- ♦ the sixth line names the assistant mix engineer, if any

**(3) THE THREE (3) JOINT-AUTHOR “MINIMUM THRESHOLD” APPLICABLE TO ALL SOUND RECORDINGS RELEASED BY RAF**

131. Three is the magic number: there are never any less than three original joint authors involved in the creation of professional sound recordings deemed suitable for release by RAF or Jay Z

132. With respect to the Album Liner Notes for the *Vol. 3 Album*, the first three lines of each Song Title include credits to the vocal performers on line one; followed by the beatmaker/producer on line two; followed by the principal sound engineer on the third line.

133. From 1996 through the present, the making of every sound recording which embodies Jay Z’s vocal performance involves, at the



absolute threshold minimum, a contribution from at least three individuals, one of whom is a vocalist, one of whom is a producer and one of whom is an engineer. RAF has never released an individual song to the public that failed to meet this 3-joint author threshold minimum.

**(4) PRINCIPAL ENGINEERING CREDITS**

134. Mahan received credit for engineering each one of the 41 Song Titles listed in Schedules A and Schedule B.

135. With respect to each engineering credit appearing on the face of the *Vol. 3 Album*, the *Dynasty Album* and the *Truth Album*, Mahan is credited in a hierarchal order which positions Mahan, and his tradename “The C-Factor,” as the engineer-in-chief, principal engineer, lead engineer or supervisory engineer of each particular song, second only to the rappers and beatmakers.

136. Mahan is not listed in any one of the Album Liner Notes as an “assistant engineer” nor as an “assistant mix engineer.”

137. With respect to each Song Title where Mahan is credited as an engineer, Mahan is given top-billing vis-à-vis other engineers whose contributions are acknowledged in the context of the same Album Liner Note.

138. Mahan’s credits as an engineer in the Album Liner Notes are listed directly following the individual names of the principal vocalists and beatmakers.

139. Mahan’s music industry tradename, the “C-Factor,” is listed

following his individual name in connection with at least 39 out of 41 Song Titles listed in Schedule A and Schedule B.

**(5) Co-PRODUCTION CREDITS**

140. In addition to the engineering credits he received on every Song Title, Mahan received credits for “additional production” or as “co-producer” with respect to four (4) of the Song Titles listed in Schedule A, all of which were featured on Jay Z’s *Vol. 3 Album*, including the songs *Dope Man*, *Things That You Do (feat. Mariah Carey)*, *S. Carter* and *There’s Been A Murder*.

**B. “THANK YOU” CREDITS TO MAHAN RE: JAY Z’s ALBUMS**

**(1) Vol. 3 ALBUM – “THANK YOU’s”**

141. In Jay Z’s “THANK YOU’s” section of the CD liner notes for the *Vol. 3 Album*, Chauncey Mahan’s name is credited in the same three-line paragraph as the featured rappers, beatmakers, vocalists and engineers who played a major creative role in the making of the individual songs featured on the *Vol. 3 Album*. [See Exhibit D]

142. Jay Z’s contemporaneous dedication to his original joint authors of the songs featured on the *Vol. 3 Album* reads as follows:

“Timbaland, Premier, Rockwilder, Swizz, Flawless Digga, K Rob, Sam Snead, Clue & Duro, Bleek, Beanie, Amil, Juvenile, Cash Money, UGK, Twista, Serena Altschul, Mariah Carey, Big Jaz, Irv Gotti, Lil Rob, Dre. Dre, Chauncey, and Tats”

143. Jay Z’s “THANK YOU” section of the *Vol. 3 Album* liner notes lists twenty-six (26) individuals in a three-line paragraph, all of whom made original contributions to the individual Song Titles featured on the

*Vol. 3 Album.*

144. Of the twenty-six (26) original creators who were credited by Jay Z in the “Thank You” notes section of the album liner notes for the *Vol. 3 Album*:

- ♦ Ten (10) are beatmakers or record producers (Timbaland, DJ Premier, Swizz Beatz, Rockwilder, Dr. Dre, Irv Gotti, DJ Clue; Sam Sneed, K-Rob, and Lil Rob);

- ♦ Eight (8) are rappers (Memphis Bleek, Beanie Siegel, Amil, Juvenile, UGK, Twista, Big Jaz);

- ♦ Two (2) are vocalists (Mariah Carey, Serena Altschul); and

145. ♦ Three (3) are engineers (Chauncey Mahan, Ken “Duro” Ifil and Tatsuo “Tats” Sato).

**(2) DYNASTY ALBUM – “THANK YOU’S”**

146. In the “Thank You’s” section of the CD liner notes for the *Dynasty Album*, Jay Z and RAF list Mahan as “Chauncey” in the same paragraph reserved for “Artists.”

147. Over the course of two successive albums, Jay Z personally acknowledged Chauncey Mahan in the “thank you” section of Jay Z’s album liner notes as an “artist” whose contributions to the album as a whole were viewed by Jay Z as occupying the same class or category as world famous luminaries such as Timbaland, DJ Premier, Dr. Dre, and Snoop Dogg.

148. In the “Thank You’s” section of the CD liner notes for the

*Dynasty Album*, the paragraph reserved for thanking “Producers and Engineers” confirms that RAF views both producers and engineers as joint collaborators in the original making of the sound recordings.

**C. LACK OF ANY CREDITS TO UMG, IDJ OR RAF**

149. None of the Album Liner Notes which list the credits for the 41 Song Titles include a copyright notice or symbol stating that RAF is the SR copyright owner of any one Song Title.

150. None of the Album Liner Notes for any one of the 41 Song Titles includes a credit to RAF, IDJ or UMG for contributing anything original to the making of the Song Titles.

151. The copyright notices affixed by RAF to the Album Liner Notes appear on the back cover of the CD Jacket, not within the liner notes themselves where the credits to the original creators of the sound recordings are listed.

152. RAF’s notice of copyright, which is listed below the credits for an album’s “executive production” indicates that RAF owns nothing more than the “original” contributions of UMG employees (i.e., A&R executives and marketing department agents) to the assembly and numeric sequencing of the individual songs featured on the album, coupled with the graphic artwork used to package the collective work.

**TABLE #2: CREDIT / BILLINGS TO CHAUNCEY MAHAN**

#	SONG TITLE	ALBUM [TR. #]	LINER NOTE CREDITS
1	<b><i>“Hova Song (Intro)”</i></b>	VOL. 3 [TR. 1]	♦ “Recorded at The Hit Factory, NYC by Chauncey Mahan for The C-Factor.”
2	<b><i>“Do It Again (Put Ya Hands Up)”</i></b>	VOL. 3 [TR. 3]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
3	<b><i>“Dope Man”</i></b>	VOL. 3 [TR. 4]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
4	<b><i>“Things That U Do” (feat. Mariah Carey)</i></b>	VOL. 3 [TR. 5]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.” ♦ “Additional Editing by Chauncey Mahan for The C Factor.”
5	<b><i>“S. Carter” (feat. Amil)</i></b>	VOL. 3 [TR. 8]	♦ “Recorded at Quad Studios and Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.” ♦ “Additional Production by Chauncey Mahan for The C Factor.”
6	<b><i>“Pop 4 Roc”</i></b>	VOL. 3 [TR. 9]	♦ “Recorded . . . at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
7	<b><i>“Watch Me”</i></b>	VOL. 3 [TR. 10]	♦ “Recorded at Quad Studios and Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
8	<b><i>“Big Pimpin”</i></b>	VOL. 3 [TR. 11]	♦ “Recorded and Mixed at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
9	<b><i>“There's Been a Murder”</i></b>	VOL. 3 [TR. 12]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.” ♦ “Additional Production by Chauncey Mahan for The C Factor.”
10	<b><i>“NYMP”</i></b>	VOL. 3 [TR. 14]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor.”
11	<b><i>“Hova Song (Outro)”</i></b>	VOL. 3	♦ “Recorded at The Hit Factory, NYC

#	SONG TITLE	ALBUM [TR. #]	LINER NOTE CREDITS
		[TR. 15A]	by Chauncey Mahan for The C-Factor."
12	<b><i>Jigga My Nigga</i></b> (hidden Track)	VOL. 3 [TR. 15B]	♦ "Recorded at The Hit Factory, NYC by Chauncey Mahan for The C-Factor."
13	<b><i>"Girl's Best Friend"</i></b> (hidden Track)	VOL. 3 [TR. 15C]	♦ "Recorded at The Hit Factory, NYC by Chauncey Mahan for The C-Factor."
14	<b><i>"Hova Interlude"</i></b> (bonus track)	VOL. 3 [EURO]	♦ "Recorded at The Hit Factory, NYC by Chauncey Mahan for The C-Factor."
15	<b><i>"Is That Yo Bitch"</i></b> (bonus track)	VOL. 3 [EURO]	"Edited by [Pro Tools Editing]: Chauncey Mahan
16	<b><i>"Anything"</i></b> (bonus track)	VOL. 3 [EURO]	♦ "Recorded at Quad Studios, NYC by Chauncey Mahan for The C-Factor."
17	<b><i>"Intro"</i></b>	DYNASTY [TR. 1]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
18	<b><i>"Change the Game"</i></b>	DYNASTY [TR. 2]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor." ♦ "Pro Tools programming by Chauncey Mahan for the C Factor."
19	<b><i>"Streets Is Talking"</i></b>	DYNASTY [TR. 4]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor." ♦ "Pro Tools programming by Chauncey Mahan for the C Factor."
20	<b><i>"This Can't Be Life"</i></b>	DYNASTY [TR. 5]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor." ♦ "Pro Tools programming by Chauncey Mahan for the C Factor."
21	<b><i>"Stick 2 the Script"</i></b>	DYNASTY [TR. 7]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."

#	SONG TITLE	ALBUM [Tr. #]	LINER NOTE CREDITS
22	<b><i>"You, Me, Him and Her"</i></b>	DYNASTY [Tr. 8]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
23	<b><i>"Guilty Until Proven Innocent"</i></b>	DYNASTY [Tr. 9]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
24	<b><i>"Parking Lot Pimpin'"</i></b>	DYNASTY [Tr. 10]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
25	<b><i>"Holla"</i></b>	DYNASTY [Tr. 11]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
26	<b><i>"1-900-Hustler"</i></b>	DYNASTY [Tr. 12]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
27	<b><i>"The R.O.C."</i></b>	DYNASTY [Tr. 13]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
28	<b><i>"Soon You'll Understand"</i></b>	DYNASTY [Tr. 14]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor." ♦ <i>"Pro Tools</i> programming by Chauncey Mahan for the C Factor."
29	<b><i>"Squeeze 1<sup>st</sup>"</i></b>	DYNASTY [Tr. 15]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
30	<b><i>"Where Have You Been"</i></b>	DYNASTY [Tr. 16]	♦ "Recorded at Baseline Studios, NYC by Chauncey Mahan for The C-Factor."
31	<b><i>"Raw &amp; Uncut"</i> <i>(feat. Jay Z)</i></b>	THE TRUTH [Tr. 3]	♦ "Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor."
32	<b><i>"Who Want What" (feat. Memphis Bleek)</i></b>	THE TRUTH [Tr. 2]	♦ "Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C-Factor."
33	<b><i>"Mac Man"</i></b>	THE TRUTH [Tr. 4]	♦ "Recorded at Quad Studios, NYC by Chauncey Mahan for The C-Factor."

#	SONG TITLE	ALBUM [TR. #]	LINER NOTE CREDITS
			♦ “Additional Programming by Chauncey Mahan for The C-Factor.”
34	<b>“Everybody Want to be a Star”</b>	THE TRUTH [Tr. 6]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C- Factor.”
35	<b>“Remember Them Days”</b>	THE TRUTH [TR. 7]	♦ “Recorded at Sound on Sound Studios, NYC by Chauncey Mahan for The C-Factor.”
36	<b>“Stop, Chill”</b>	THE TRUTH [TR. 8]	♦ “Recorded at Sound on Sound Studios, NYC by Chauncey Mahan for The C-Factor.”
37	<b>“Mac and Brad (feat. Scarface)”</b>	THE TRUTH [TR. 9]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C- Factor.”
38	<b>“What a Thug About”</b>	THE TRUTH [TR. 10]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C- Factor.”
39	<b>“What You Life Like”</b>	THE TRUTH [TR. 11]	♦ “Recorded at Quad Studios, NYC by Chauncey Mahan for The C- Factor.” ♦ “Additional Programming by Chauncey Mahan for The C-Factor.”
40	<b>“Ride 4 My”</b>	THE TRUTH [TR. 11]	♦ “Recorded at Sony Music Studios, NYC by Chauncey Mahan for The C- Factor.”
41	<b>“Die”</b>	THE TRUTH [TR. 13]	♦ “Recorded at Quad Studios, NYC by Chauncey Mahan for The C- Factor.” ♦ “Additional Programming by Chauncey Mahan for The C-Factor.”



PART V:

---

**CONTRIBUTIONS INCLUDED WITHIN THE SCOPE OF  
“RECORDED AT . . . BY CHAUNCEY MAHAN”**

♦ ♦ ♦

**A. SETTING UP THE STUDIO SPACE AND SCHEDULING SESSIONS**

153. As indicated on the face of the Album Liner Notes, Mahan performed his role in the creation of the Song Titles “at” an actual physical location; specifically Sony Music Studios, Baseline Studios, the Hit Factory, or the Quad Studios in New York City.

154. Mahan’s role as engineer-in-chief required Mahan to perform a hands-on, supervisory function to be maintained throughout the entire recording process.

155. It was Mahan’s obligatory role to be physically present in the recording studio for the entire tracking, recording and editing process, at all times monitoring the various sonic elements at play.

156. Mahan often worked in solitude and without any input from his collaborators. His objective at all times was to shape the optimal soundscape for each record in accordance with his own aesthetic ideals.

**B. MULTI-TRACKING THE BEAT**

157. Mahan’s first step in the recording studio was called “tracking”, which describes the technique of separating the individual sonic elements of the prototype beat and sliding them into divisible,

numbered tracks.

158. Once a beatmaker had completed a rough version of the beat in a demo form (hereinafter, the “prototype beat”), the rhythm track was then delivered to Mahan directly or to the record label’s A&R department.

159. For each of the 41 Song Titles, Mahan performed the tracking process via his *Pro Tools* Outboard

160. The purpose of multi-tracking the prototype beat in *Pro Tools* is to enable the engineer to exercise his aesthetic command over the sonic elements which comprise the beat; namely, the snare drum, kick drum, hand clap, bassline, closed hi-hat, open hi-hat, conga, sampled loop, or some kind of abstract noise, etc.

### **C. PRE-MIXING**

161. After Mahan multi-tracked the sonic components of the prototype beat, he then individually analyzed, modified, EQ’d, compressed, filtered, phased, layered or refined the elements of the prototype beat through a variety of tools provided in his *Pro Tools* Outboard.

162. Mahan manipulated the different timbres of the sonic elements and expended time cycling the tracks to achieve what he perceived to be the ideal cross-fabric or “sweet spot” of multiple timbral qualities.

163. The only limitation on Mahan’s use of his *Pro Tools* Outboard

to pre-mix and edit the prototype beat was his own imagination and aesthetic preference.

164. Mahan's contributions to the pre-mixing process were routinely improvised by leveraging his own expertise and experimenting "in the moment" using a progressive style of trial and error over the course of multiple sessions.

**D. EDITING THE BEAT**

165. After the prototype beat was tracked and pre-mixed in *Pro Tools*, Petitioner edited the sampled sounds or loops to eliminate any defects, such as unwanted clicks, hums, or buzzes.

166. During the beat editing process, Petitioner sometimes (although not always) substituted his own preferred sound samples for those originally selected by the beatmaker. For example, the specific timbre of the snare drum used in any given hip-hop beat carries a special, heightened reverence in hip-hop production circles. By simply changing the snare drum sample in an underlying beat, the entire song is likely to take on a distinct "groove" or feel that can determine whether the song is successful with audiences. Petitioner had the discretion to render such alterations.

167. In tracks where Petitioner actually substituted sampled sounds in his own mixing console that had the effect of modifying key elements of the prototype beat, e.g., by substituting the snare drum or

kick drum for other drum samples, then Petitioner contributed to the beatmaking process.

**E. CAPTURING VOCALS**

168. In the making of sound recordings, the process of “capturing vocals” refers to the methodology used by the professional sound

169. “Capturing vocals” refers to the process of recording the in-studio performances of vocalists.

170. To capture vocals, the engineer must select the model, make and quantity of microphones and other peripheral devices for use in the process. The methodology selected depends on the timbre of the prototype beat, the style of accompanying vocalists, or the engineer’s adventurous spirit.

171. At all times, Mahan retained decision-making authority over the methodology used to optimize the captured performances in terms of quality, audience impact and style.

172. The engineer also physically positions the microphone(s) relative to the performers and provides direction or motivation to the vocalists during their performances in the sound booth.

173. The process of capturing a professional-sounding vocal performance in the field of hip-hop is a craft performed by sonic artisans. Mahan is such an artisan, having acquired expertise in capturing the most appealing of human voices.

174. In his published memoirs, Jay Z recognizes that the recorded voice generates a distorted simulation which carries tonal properties distinct from the naturally-occurring voice:

“We] started practicing our rhymes into a heavy-ass tape recorder with a makeshift mic attached. The first time I heard our voices playing back on tape, I realized that a recording captures you, but plays back a distortion – a different voice from the one you hear in your own head, even though I could recognize myself instantly, I saw an opening, a way to re-create myself and reimagine my world. After I recorded a rhyme, it gave me an unbelievable rush to play it back, to hear that voice.” – Jay Z, DECODED (2010)

175. During the vocal capture process, the engineer regulates against what is known as *sibilance*. Sibilance occurs where the recording of a performer’s vocal generates “pops” or distortion because of the rapper’s pronunciation of hard consonants, e.g., “p” or “t.”

176. Rap artists deliver percussive tones through their voices, creating a challenge for engineers in objective to eliminate sibilance. Mahan utilized a “de-esser” filter in his *Pro Tools* Outboard to cut down sibilance while leaving the vocals sounding clean and bright.

177. While capturing vocals, Mahan coached Jay Z and Beanie Sigel in terms of their vocal delivery while in the studio. Mahan often explained spatial dynamics to performing vocalists so to achieve the ideal capture.

178. At all relevant times, Mahan maintained full aesthetic command over the process of capturing the vocal performances of Jay Z and Beanie Sigel with respect to the Joint Works.

**F. COMPOSITING VOCALS**

179. The process of compositing vocals is a form of musical arrangement which requires the engineer to engage her aesthetic sensibilities to generate an optimal-sounding vocal performance.

180. After Mahan captured the performances of the vocalists, including Jay-Z and Beanie Sigel, Mahan spent many hours “compositing” the vocals by cutting together the best performance parts from each of the numerous different takes.

**G. SEQUENCING THE SONG**

181. Mahan also contributed to the process of arranging or sequencing each song’s different component parts, such as the placement hook, chorus, bridge, break, climax, or ending.

182. In hip-hop or electronic dance music, the process of arranging a song involves deciding upon the ideal introduction to catch the DJ’s ear.

183. During the Collaboration Period, Mahan exercised a high degree of aesthetic command in the arrangement process by virtue of his position as chief engineer and by way of his *Pro Tools* Outboard.

184. Mahan also contributed to the placement of the “hook” or chorus in strategic segments throughout the song. Through *Pro Tools*, he was able to effect subtle changes or generate quick transitions in the song to build suspense or to accentuate a key vocal performance.

185. Mahan used his *Pro Tools Outboard* to create dynamic effects in his sound recordings and to structure a climatic point at the ideal step in the song's continuum.

186. At all relevant times, there existed virtually unlimited possibilities for Mahan to achieve optimal recordings through the arrangement process.

187. Mahan performed his functions as the chief engineer according to his own aesthetic sensibilities and without the direct (or indirect) supervision of any other putative joint author.

#### **H. MULTI-TRACK MIXING**

188. The process of "mixing" a record involves the careful and nuanced infusion of all of the individual sonic components together into a unitary whole. Engineers use dynamic sound processors and equalization to shape and balance the final soundscape of each record.

189. Mahan created his own original mix of each of the 41 Song Titles on his *Pro Tools Outboard* before transmitting his output to another collaborator in the process, such as Ken "Duro" Ifill, Jimmy Walker or Tom Coyne.

190. To create his own original mixes, Mahan utilized the techniques of equalization, reverb, delay, expansion, filtering, phasing and amplification to add balance, depth, color, and tonality to each of the diverse instruments or distinct sounds located in the multi-track mix of

the Sound Recordings.

191. To accentuate or balance the drum or percussive sounds of any given recording, Mahan used an expander/gate to decrease the amplitude of a signal when it fell below a certain threshold. Mahan also made subtle adjustments that allowed all of the multi-tracks to inhabit their own frequency areas.

192. Mahan used high or low pass filters to eliminate any unneeded frequencies or to enhance the low-end of the bass or crackle of the snare. He also applied automation plug-ins to recreate the effect of sound waves traveling through the space of a room, or bouncing from left to right in a stereo spectrum.

193. Mahan also experimented with increasing the volume of certain frequencies in his mixes without causing any distortion. He expertly regulated the deep “low-end” frequencies of the drum tracks.

194. Mahan also utilized digital audio compression plug-ins to modulate the ratio, attack, and threshold of each song with the intent of substantially altering the sonic impact of the recording.

195. Except for in limited cases, after Mahan completed his own finalized mix, he transmitted the mix to Duro for pre-mastering and mastering.



## PART VI

---

### **THE “UNPUBLISHED JOINT WORKS”**

♦ ♦ ♦

196. In November 2000, after the commercial release of *The Dynasty*, Mahan ended his professional collaborations with Jay Z and RAF-affiliated recording artists.

197. At the time, Mahan’s proprietary computer hard drives and storage peripherals contained Mahan’s own pre-mastered original *Pro Tools* multi-track recordings (“Mahan’s Original B-Side Mixes”). Mahan’s Original Mixes represent the versions that pre-dated any mixes performed by Duro, Jimmy Walker or Tom Coyne.

198. Mahan’s Original B-Side Mixes do NOT sound like the Song Title versions released by RAF as part of its Compilation Works. They are different versions which are likely to appeal to different audiences.

199. Mahan’s Original B-Side Mixes include his own finalized mixes (before sending his output to other collaborators such as Duro); rough mixes, alternative takes, freestyle sessions, dubplates and other unpublished materials originated by Mahan (and the putative joint authors) in 1999 and 2000.

200. The *Pro Tools* multi-track sound recordings fixed in Mahan’s hard drives and peripherals are “pre-mastered” versions that existed prior in time to RAF’s copyright registrations for the Compilation Works.

## PART VII

---

### THE “CHATTEL”

♦ ♦ ♦

#### A. THE PRO TOOLS OUTBOARD & MULTITRACK MEDIA

201. At all relevant times before, during and after the Collaboration Period, through April 18, 2014, Mahan was in sole possession of his *Pro Tools* Outboard.

202. From the moment of the recordings’ tangible fixation through and until April 18, 2014, Mahan was in possession of all *Pro Tools* multi-track files, including those files stored on JAZ cartridges, MO Disks, and GLYPH drives

203. At various times during the Collaboration Period, Mahan was asked by the agents of UMG, IDJ and RAF to generate 2-track DAT mixdowns of certain versions from his *Pro Tools* Outboard. As part of such requests, Mahan was sometimes asked to make duplicate copies of the 2-track DATs and was instructed to safeguard them in the event they were needed.

204. At various times during the Collaboration Period, UMG’s agents asked Mahan to safeguard album versions of the songs; instrumental versions; “7-inch single” mixes for television or live shows; and “clean” copies of the album versions (i.e. without profanity).

**B. DEFENDANTS' KNOWLEDGE OF MAHAN'S POSSESSION**

205. On November 16, 2000, Mahan transmitted written notification to various agents of UMG, IDJ and RAF record label executives, including Tony Vantias, Linda Lee and Kyambo "Hip-Hop" Joshua, amongst others.

206. In these written notifications, Mahan informed the IDJ executives that he was in possession of multi-track sound recordings made in collaboration with RAF artists, which he described as "masters."<sup>3</sup> He offered to "dump" the *Pro Tools* multitrack recordings to a 2-track DAT tape. Mahan never received a response from UMG, IDJ nor RAF to his written notices.

207. For a period of almost 14 years, IDJ and UMG record label executives who administered sound recordings released on the RAF imprint knew or should have known that Mahan was in possession of his *Pro Tools* Outboard, the *Pro Tools* multi-track media devices, and 2-track DATs.

208. Despite this knowledge, neither UMG, IDJ nor RAF took care to inquire. Similarly, neither Jay Z nor any of his agents contacted Mahan at any time after November 2000.

209. Carter knew or should have known that all of the multi-track sound recordings or 2-track DAT tapes that were created during the Collaboration Period were in Mahan's possession.

---

<sup>3</sup> Such materials were not actually "masters," in the technical sense of that term, because the materials embodied in the chattel were not those sent to the mastering facility.

**C. JAY Z's "EXPRESS RENUNCIATION" OF MAHAN'S OWNERSHIP AND AUTHORSHIP RIGHTS**

**(1) DEFENDANTS ROC NATION / JAY Z's "SHAM" CRIMINAL CHARGES AGAINST MAHAN (APRIL 17-18, 2014)**

210. On April 17, 2014, Roc Nation's Century City-based litigation counsel, Miles Cooley, Esq. of Reed Smith LLP, was instructed to meet Mahan at his storage unit. After spending several hours cataloguing the valuable items in Mahan's possession, Cooley asked Mahan if he would return the next day to complete the inventory check. Mahan agreed.

211. As of the evening of April 17, 2014, defendants had knowledge of the exact address of the commercial storage unit where the alleged "stolen property" was being kept and "held for ransom." Defendants even knew the number and identity of Mahan's personal units within the storage facility.

212. Given defendants' express knowledge of the chattel's location at a commercial storage facility, it is legally impossible to conclude that Mahan was engaged in a criminal extortion of defendants. Because defendants already knew the precise location of the property, there was no plausible way to threaten defendants with imminent destruction of the property. There was no conceivable way for anyone to force defendants to pay a "ransom" in exchange for the property.

213. At that point, on the evening of April 17, 2014, if defendants actually thought the property was theirs, Reed Smith LLP only needed to file a petition the next morning seeking the Court's appointment of a

receiver. Or defendants easily could have filed a civil lawsuit against Mahan AND the storage unit operator in an action for replevin. Any reasonable storage unit operator who was served with a court document would have frozen Mahan's access to the storage units in the blink of an eye.

214. But defendants didn't want to go the civil route. Instead, defendants came to the conclusion that the civil process posed too many risks. For one, defendants faced the substantial risk that Mahan would be likely adjudged the rightful owner of his own property. Second, litigation is not always cost efficient. To avoid these ordinary business risks, defendants acted in concert to unlawfully convert Mahan's valuable property through a "sham" criminal complaint. False accusations leveled at a private figure by a Hollywood celebrity would enable defendants to reclaim Mahan's property by force.

215. In order to deprive Mahan of his property, defendants decided to leverage Jay Z's famous tradename and goodwill to frame Mr. Mahan, a private figure of ordinary means.

216. After Reed Smith LLP's litigation counsel spent TWO (2) DAYS cataloguing and itemizing Mahan's valuable property in plain and open view, in the middle of a commercial storage facility, defendants instructed Cooley to call the local police and convince them (somehow) that Mr. Mahan should be arrested for being in "possession of stolen property."

217. On April 18, 2014, the LAPD seized Mahan's chattel, which continues to be held in the evidence locker of the LAPD. [A true and correct copy of the "Receipt of the Property" form, dated April 18, 2014, is attached hereto as Exhibit T].

218. Given that a full 14 years had passed after the property was allegedly "stolen;" given that a full 9-11 years had passed since the statute of limitations on grand larceny or theft had already expired; and given that defendants did not have a single piece of paper to show law enforcement officials that they held superior legal title to possess Mahan's valuable property, it appears that Mahan's chattel was seized by law enforcement because of Jay Z's status as a celebrity – and for no other probable cause.

219. Concurrent with the LAPD's seizure of Mahan's chattel, Roc Nation and Carter initiated "sham" criminal proceedings resulted in three separate criminal complaints against Mahan based on false accusations of "grand larceny" in New York (Manhattan); "extortion" in Los Angeles (Beverly Hills); and "possession of stolen property" in Los Angeles (Devonshire).

220. Before the date of April 18, 2014, none of the defendants nor any third party had ever reported the chattel at issue as missing, lost or stolen. Yet, Miles Cooley, acting on behalf of Roc Nation, placed his own name on the property receipt form issued by the LAPD, as if Roc Nation was the true and rightful possessor of the chattel. [see Exhibit T].

221. Mahan was not arrested by police in connection with the April 18, 2014 incident.

222. As of the date of filing this complaint, Mahan has not been charged with any crime by any one of the three police departments in New York City or Los Angeles.

**(2) ROC NATION / JAY Z'S VOLUNTARY WITHDRAWAL OF "EXTORTION"  
COMPLAINT THREE WEEKS AFTER FILING CHARGES (MAY 14, 2014)**

223. On May 6, 2014, Mahan's counsel participated in a teleconference with Roc Nation's lead counsel, Miles Cooley, during which Mahan's counsel asserted a joint copyright ownership interest in the Sound Recordings. Several days later, Mahan's counsel shared these same views with UMG's in-house counsel.

224. On May 14, 2014, it was widely reported that Roc Nation and Carter unilaterally withdrew the criminal charges pending with the LAPD (Beverly Hills division). The media also reported that the LAPD had "killed" the investigation. [Attached as Exhibit U are true and correct copies of various news reports, dated May 14, 2014].

## COUNT I

---

### **DECLARATORY JUDGMENT**

COPYRIGHT ACT, 17 U.S.C. §§ 101, 201(b), 201(c), 201(d), 204(a)

♦ ♦ ♦

### **SCOPE OF RAF'S RIGHTS RE: THREE (3) COMPILATION WORKS (OR ALBUMS)**

[Defendant: RAF]

♦ ♦ ♦

225. Mahan incorporates by reference all of the factual allegations stated in the preceding paragraphs to this First Amended Complaint as if fully set forth herein.

226. The district court has jurisdiction to render a declaratory judgment pursuant to the DECLARATORY JUDGMENT ACT, 28 U.S.C. § 2201 where an “actual controversy” exists.

227. The adverse positions of the parties have crystallized and the conflict of interests is real and immediate because RAF (and Jay Z) argue in their motion papers that RAF’s copyright holdings in registered Album Titles are adverse to Mahan’s co-authorship and co-ownership rights in the 41 individual songs featured on RAF’s 3 compilation works.<sup>4</sup>

228. Because RAF is attempting to leverage its purported ownership in three (3) compilation works (i.e., the albums) to take

---

<sup>4</sup> See Docket No. 14, p. 2 (“Roc-A-Fella has been the sole owner of the copyrights in the relevant sound recordings [listed in Schedule A of the Petition] since the original dates of registration between 2000-2001”)



adverse possession of Mahan's ownership rights in 41 pre-existing joint works (i.e., the individual songs), the scope of RAF's holdings in the registered SR copyrights listed below has created a justiciable controversy.

	<b>U.S. Registration #</b>	<b>Date</b>	<b>Title (Rap Artist)</b>	<b>Basis of Claim</b>	<b>Description</b>	<b>Note</b>
<b>1</b>	SR0000278-208	3-20-2000	THE TRUTH (explicit) (Beanie Sigel)	n/a	CD Album	n/a
<b>2</b>	SR0000279-270	4-12-2000	LIFE AND TIMES OF S. CARTER VOL. 3 (Jay Z)	New Matter: Remix, additional recordings	CD Album	Collection
<b>3</b>	SR0000295-613	12-11-2000	THE DYNASTY: ROC LA FAMILIA: (Jay Z)	n/a	CD Album	n/a

230. Mahan's petition for declaratory judgment under Count I includes a request for adjudication of the following threshold legal issues under the Copyright Act:

- ♦ Under 17 U.S.C. § 101, each of RAF's three (3) album registrations constitute "compilation works."
- ♦ Under 17 U.S.C. § 201(b), RAF is not the statutory "author" of any one of the 41 Song Titles featured on the 3 Album Titles.
- ♦ Under 17 U.S.C. § 201(c), RAF's holdings in the 3 Album Titles are not adverse to Mahan's rights in the 41 Song Titles, which are "separate contributions to a collective work" as a matter of law.

- ♦ Under Copyright Office regulations, RAF's copyright certificates in the SR compilation works are invalid because RAF is not a statutory "author" nor statutory "copyright claimant" of the purported registration.
- ♦ Under 17 U.S.C. §§ 201(d), 201(e), 204(a), RAF holds, at most, a non-exclusive license to exploit the 41 Song Titles as part of a compilation or other derivative work.

## **COUNT II**

---

### **DECLARATORY JUDGMENT**

COPYRIGHT ACT, 17 U.S.C. §§ 101, 201(a)

♦ ♦ ♦

**MAHAN'S AUTHORSHIP RIGHTS**  
**RE: 31 SONG TITLES FEAT. JAY Z**  
[SCHEDULE A]

[Defendant: Jay Z]

♦ ♦ ♦

231. Mahan incorporates by reference all of the factual allegations stated in the preceding paragraphs to this First Amended Complaint as if fully set forth herein.

232. The district court has jurisdiction to render a declaratory judgment pursuant to the DECLARATORY JUDGMENT ACT, 28 U.S.C. § 2201 where an "actual controversy" exists.

233. The adverse positions of the parties have crystallized and the

conflict of interests is real and immediate because on or after April 17, 2017, Jay Z expressly and openly repudiated Mahan's authorship and ownership rights to the 31 Song Titles identified in Schedule A of this complaint.

234. Mahan's original contributions to the 31 Song Titles were of an artistic, musical, scientific and intellectual nature.

235. Mahan's contributions, particularly when viewed in the proper context of the hip-hop musical genre, constitute an appreciable amount of original authorship.

236. Mahan's contributions to the Schedule A copyrights are independently copyrightable, i.e., the original elements Mahan contributed exist independent of the final mastered sound recordings published by Roc-A-Fella.

237. At the time of his collaboration with, Petitioner had the full intent that his original contributions to the Schedule A Recordings would be merged into inseparable or interdependent parts of a unitary whole.

238. As the "magician behind the glass" in the recording studio who spent *hundreds* of hours supervising and substantially participating in the hands-on creation of all forty-five tracks identified in Schedule A, Mahan exercised a high degree of control over every sound recording to which he contributed.

239. Mahan exercised unfettered control over the specific artistic elements he contributed to the Schedule A Recordings; which means that

none of the other putative joint authors provided him specific guidance as to how he should perform his role during the collaborative process.

240. Mahan's contributions to the Schedule A Recordings were credited by Carter and Roc-A-Fella.

241. Mahan's contributions to the Schedule A Recordings were never expressly repudiated until on or after April 18, 2014.

242. The element of Carter's intent has been alleged elsewhere in this Petition.

243. Carter has publically recognized that hip-hop music-making is a joint collaborative effort.

"When you go in and make an album, you have to put all ego aside, I'm putting ego aside, everyone has to put ego aside for the sake of the project." Jay Z – Zane Lowe Interview, Part 1 (9:52)

244. Carter has stated that the mutual contributions of rappers and producers are necessary to achieve the ideal sound recordings:

**"you can write the greatest songs in the world, if you don't have the producers in that same zone, you know, everyone has to align at the same time, and that's difficult.** You know, sometimes you are writing greater things than the producers are coming up with, and sometimes the producers are just carrying the day, so in those rare times when everything aligns, that's when it's like - those magic moments ..." Jay Z – BB1 INTERVIEW W/ ZANE LOWE, PART 1 (9:52)<sup>5</sup>

245. As a hip-hop recording artist working in an intrinsically collaborative musical form, Carter had the collegial intent to collaborate with Mahan (as well as the other putative joint authors) towards the

---

<sup>5</sup> <http://www.hiphopdx.com/index/videos/id.13702/title.jay-z-zane-lowe-interview-part-1>

common goal of creating the Schedule A Recordings, as well as the unpublished materials.

246. At all relevant times, Carter had the intention that his contributions to the Schedule A Recordings, which consist of vocal performances in his capacity as the rapper Jay Z, would be merged into inseparable or interdependent parts of a unitary whole recording.

247. During the Collaboration Period, Carter expended many hours in the recording studio working *one-on-one* with Mahan to create the Schedule A Recordings, as well as the unpublished materials.

248. Carter also knew that Mr. Mahan expended hundreds of hours in the recording studio by himself tracking, editing and manipulating the various sonic elements which are interwoven into the sound recordings.

249. During the Collaboration Period, Carter never addressed the issue of legal ownership of the sound recordings with Mahan. Nor did Carter discuss any contractual arrangements or terms with Mahan at any time.

250. Carter was responsible for crediting and billing Mahan on the liner notes that were published along with the release of the Schedule A Recordings featured on Vol. 3 and THE DYNASTY.

251. With respect to the liner notes published in connection with VOL. 3, Carter personally thanked Mahan for his CREATIVE contributions to the albums as a whole. Mahan was thanked in the

same paragraph line as all other *artistic* collaborators whose respective talents contributed to the creation of the recordings embodied on Vol. 3. These artistic collaborators included the beatmakers, rappers, and the engineers.

252. Carter was not a common law employee of Roc-A-Fella nor IDJ nor UMG as of the time the Schedule A Recordings were created.

253. Each of the producers or beatmakers identified in Schedule A had the full intention that his contribution of a prototype beat would be merged into inseparable or interdependent parts of a unitary whole recording.

254. As a hip-hop beatmaker working in an intrinsically collaborative musical form with other rappers and sound engineers, each of the beatsmith commissioned by RAF had the collegial intent to collaborate with the Mahan (and the other putative joint authors) towards the common goal of creating the specific Schedule A Recording for which they provided the prototype beat.

255. Each of the Roc-A-Fella rappers and guest vocalists identified in Schedule A had the full intention that his or her contribution of a vocal performance would be merged into inseparable or interdependent parts of a unitary whole recording.

256. As a hip-hop artist or R&B vocalist working in an intrinsically collaborative musical form with other rappers, beatmakers and sound engineers to achieve an optimal-sounding record, each of the

rappers or vocalists identified in Schedule A had the collegial intent to collaborate with Mahan (and the other putative joint authors) towards the common goal of creating the Schedule A Recording and the unpublished materials.

### **COUNT III**

---

#### **DECLARATORY JUDGMENT**

COPYRIGHT ACT, 17 U.S.C. § 101, 201(a), et seq.

♦ ♦ ♦

**MAHAN'S AUTHORSHIP RIGHTS**  
**re: 10 SONG TITLES Feat. BEANIE SIGEL**  
[SCHEDULE B]

[Defendant: RAF]

♦ ♦ ♦

257. Mahan incorporates by reference all of the factual allegations stated in the preceding paragraphs to this First Amended Complaint as if fully set forth herein.

258. The district court has jurisdiction to render a declaratory judgment pursuant to the DECLARATORY JUDGMENT ACT, 28 U.S.C. § 2201 where an "actual controversy" exists.

259. The adverse positions of the parties have crystallized and the conflict of interests is real and immediate because RAF claimed in Docket No. 14 that Mahan did not author the sound recordings identified in Schedule B of this First Amended Complaint.

260. Mahan seeks a declaration that is the joint author of the ten (10) Song Titles identified in Schedule B as a matter of law.

261. As demonstrated herein, at least one rapper, one producer (or “beatmaker”) and one sound engineer MUST be present and engaged in order to create professional sound recordings for distribution by RAF.

262. Based on this three joint authorship threshold minimum, Mahan should be expediently declared the joint owner of the 10 Song Titles based on the Album credits to the Truth.

## **COUNT IV**

---

### **DECLARATORY JUDGMENT**

COPYRIGHT ACT, 17 U.S.C. § 101, 201(a), et seq.

♦ ♦ ♦

### **MAHAN’S AUTHORSHIP RIGHTS re: ORIGINAL B-SIDE VERSIONS & UNTITLED DUBPLATES [See PART VI]**

[Defendants: RAF, Jay Z, Roc Nation]

♦ ♦ ♦

263. Mahan incorporates by reference all of the factual allegations stated in the preceding paragraphs to this First Amended Complaint as if fully set forth herein.

264. The district court has jurisdiction to render a declaratory judgment pursuant to the DECLARATORY JUDGMENT ACT, 28 U.S.C. § 2201 where an “actual controversy” exists.



265. The adverse positions of the parties have crystallized and the conflict of interests is real and immediate because defendants RAF, Jay Z and Roc Nation have all attempted to foreclose Mahan's adjudication of his statutory right to be declared the true and rightful owner of his original creations. Moreover, the said defendants attempted to wrongfully convert Mahan's tangible recordings through abuses of legal process and malicious acts, as set forth in this First Amended Complaint.

266. Mahan's Original B-Side mixes and untitled dubplates are independently copyrightable and can be distinguished from the song versions featured on RAF's albums or any other derivative works or remixes published by RAF or Jay Z

267. As part of this Count IV, Mahan also respectfully seeks the Court's "reverse" declaration that RAF and Roc Nation do not hold any rights to the Original B-Side Versions or Untitled Dubplates.

## **COUNT V**

---

### **CONSPIRACY TO COMMIT CONVERSION** **TRESPASS TO CHATTEL**

♦ ♦ ♦

[Defendants: RAF, Jay Z, Roc Nation]

♦ ♦ ♦

268. Mahan incorporates by reference all of the factual allegations stated in the preceding paragraphs to this First Amended Complaint as if

fully set forth herein.

269. Mahan is the owner of and has the superior right of possession to all of the tangible items listed in Table #3 of this First Amended Complaint.

270. Defendants converted Mahan's property by initiating a "sham" criminal proceeding against Mahan in April 2014 that was objectively baseless under the applicable principles of law, devoid of any reasonable factual predicate and carried out by defendants in bad faith and with *mal* intent.

271. Defendants' initiation of sham criminal proceedings against Mahan brought about substantial and actual interference with Mahan's property because, as a result of the defendants' unlawful actions, Mahan's chattel has been seized by the LAPD.

272. Mahan is no longer in possession of his property. Mahan has been deprived of the use and value of his personal property since April 18, 2014.

273. As a result of defendants' unlawful conduct, Mahan's valuable property has sustained damage in an amount to be determined at trial.

274. For all of the same reasons described above, defendants are also liable for the tort of Trespass to Chattel.

**TABLE #3: MAHAN'S PERSONAL PROPERTY** (*Excluding* DAT tapes)  
(As Per LAPD's Receipt For Property Taken Into Custody – Ex. T)

ITEM #	ARTICLE		QTY.
3	♦ R/W MO DISK (MAXWELL)		15
4	♦ CD-ROMS W/PLASTIC CASES		14
5	♦ CD-ROMS W/PLASTIC CASES		10
6	♦ R/W MO DISK (SONY EDM-130B)		1
8	♦ JAZ CARTRIDGES W/ CASES		44
9	♦ JAZ CARTRIDGE		1
10	♦ APPLE COMPUTER (Silver/Blue Computer Tower) W/ Built-In Jaz Drive) [SERIAL # XB939XAHJN]		1
11	♦ APPLE COMPUTER (Silver/Computer Tower) Serial XB321QWINIX		1
12	♦ DIGIDRIVE H435 HARD DRIVE		1
13	♦ GYLPH GUZ-100S AUDIO PLAYER		1
14	♦ GLY000470 GLYPH HARD DRIVE		1

**WHEREFORE**, Plaintiff CHAUNCEY MAHAN prays for Judgment  
Against ROC NATION, LLC, ROC-A-FELLA RECORDS, LLC and SHAWN  
CARTER, p/k/a “JAY Z” consistent with Counts I-V. Plaintiff shall seek  
a reasonable attorneys’ fee if Mahan prevails under the Copyright Act.

Dated: September 26, 2014  
New York, New York

RESPECTFULLY SUBMITTED

**/jameshfreeman/**

James H. Freeman, Esq.  
JH FREEMAN LAW  
3 Columbus Circle, 15<sup>th</sup> Floor

New York, NY 10019  
Telephone: (212) 931-8535  
[james@jhfreemanlaw.com](mailto:james@jhfreemanlaw.com)

*Counsel for Plaintiff Chauncey Mahan*